

Exhibit C

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PSC Member on Behalf of All Plaintiffs

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re MCKINSEY & CO., INC. NATIONAL)	Case No. 3:21-md-02996-CRB
PRESCRIPTION OPIATE CONSULTANT)	
LITIGATION)	STIPULATION AND [PROPOSED] ORDER
)	REGARDING JOINT PRIVILEGE
)	PROTOCOL

WHEREAS, on October 27, 2022, this Court approved a Discovery Schedule in this case directing the parties to meet and confer and submit a joint proposed protocol on privilege issues (ECF 440);

WHEREAS, Defendants' initial production of discovery called for under the Discovery Schedule is underway; and

WHEREAS, the parties have conferred and hereby agree and stipulate to the following protocol on privilege issues:

I. PRIVILEGE LOG

1. Any document falling within the scope of any request for production that is withheld on the basis of a claim of the attorney-client privilege, the work product doctrine, or any other claim of privilege from discovery is to be identified by the Producing Party in a privilege log; and a privilege log should be produced, on a rolling basis, no later than 60 days following a production. A final privilege log should be produced within 30 days of substantial completion of document production.

2. Privilege logs will be produced in an Excel format, or other agreed-upon format, which allows the Receiving Party to search and sort any and all columns and entries of the privilege log.

3. Each privilege log produced by a Party should be numbered sequentially (*e.g.*, "McKinsey First Privilege Log").

4. A log of the documents withheld on the basis of privilege will be generated from the following corresponding metadata fields¹ to the extent they exist as electronic metadata associated with the original electronically stored information:

- Author
- Subject
- Title
- Attachment Name

¹ For electronically stored information other than email and e-docs that do not conform to the metadata fields listed here, such as text messages, Instant Bloomberg, iMessage, Google Chat, Yammer, Slack, etc., the parties will meet and confer as to the appropriate metadata fields to be included in the privilege log.

- File Name
- Custodian(s)
- Sender/From
- Recipient/To
- CC
- BCC
- Sent Date/Time
- Created Date/Time
- Date/Time Last Modified
- File Extension
- Attachment Count
- Hash Value
- Conversation ID or Thread ID

5. Parties may substitute an alternative description of the content within the identified metadata field(s) where the content of the metadata field reveals privileged information. The Producing Party shall identify each instance in which it has modified the content of the field and the basis for the modification.

6. Parties will also include on the privilege log fields containing: (a) a unique document ID; (b) the log production date; (c) information sufficient to understand the family relationship of withheld documents; (d) the privilege asserted (*e.g.*, attorney-client, work product); and (e) a description of the nature of the withheld document or communication in a manner that, without revealing information claimed privileged, will enable a party to assess the privilege claim.

7. The privilege logs will clearly identify: (a) any attorneys on the privilege log using an asterisk or other agreed-upon method; and (b) any third party (in a different manner from attorneys). For McKinsey's privilege logs, third parties can be identified by including the full email address of any individuals who are not McKinsey employees, partners, or in-house or outside counsel.

8. Should a Receiving Party have a good-faith reason to believe a particular entry or portion of the entry log is not accurate or does not provide adequate information, the Receiving Party may request additional information; the Producing Party will then supplement with a privilege log for that entry in compliance with Rule 26(b)(6) of the Federal Rules of Civil Procedure.

9. To the extent any hard-copy documents or documents lacking sufficient metadata for which a Producing Party asserts a privilege applies, the Producing Party shall include in the privilege

log the information for such documents as is required by Rule 26(b)(5) of the Federal Rules of Civil Procedure, including the following:

- (a) a statement of the ground(s) alleged for withholding such document;
- (b) where clear from the face of the document, any date information, including the date the document was prepared and/or distributed;
- (c) the identity of the document's author;
- (d) where clear from the face of the document, the identity of all authors and/or recipients of the document, including an indication of authors or recipients who are attorneys;
- (e) a description of the nature of the withheld document in a manner that, without revealing information claimed privileged or protected, will enable a party to assess the privilege claim;
- (f) where clear from the face of the document, an indication of all authors or recipients of the documents who are third parties; and
- (g) a unique document ID.

10. Notwithstanding a claim of privilege, any document containing both privileged and non-privileged matter must be produced with the purportedly privileged portion redacted, with the redacted portion indicated on the document itself.

11. Redacted documents need not be logged so long as: (a) for emails, the bibliographic information is not redacted; (b) all agreed-upon non-privileged metadata fields are produced; (c) the redaction is noted on the face of the document and in the redaction field of the load file; (d) the reason for the redaction (*e.g.*, "Redacted for AC Privilege") is noted on the face of the document as produced; and (e) the redactions are implemented in such a way that sufficient context is available to understand the nature of the document and to assess the basis of the claim of privilege.

12. Should the Receiving Party have a good-faith reason to believe a redacted document does not provide adequate information to assess the claim of privilege, the Receiving Party may request additional information; the Producing Party will then supplement with a privilege log for that entry in compliance with Rule 26(b)(5) of the Federal Rules of Civil Procedure.

13. Privileged communications exclusively between a Party (or its employees/partners) and its outside counsel representing the Party in this Action that post-date the issuance of a subpoena to McKinsey in *In re: National Prescription Opiate Litigation*, MDL 2804 (Jan. 2, 2019), are not required to be identified on the Producing Party's privilege log.

14. Absent agreement by the Parties or court order, documents withheld on the basis of privilege will not be logged categorically.

15. If a Party lodges a challenge to documents withheld on the basis of privilege, the Parties agree to *in camera* review of any withheld documents by Magistrate Judge Sallie Kim in order to assist the Court in evaluating the claims of privilege asserted.

IT IS SO STIPULATED.

DATED: March 3, 2023

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10 DATED: March 3, 2023

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18 DATED: March 3, 2023

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Attorneys for McKinsey Defendants

ATTESTATION PURSUANT TO LOCAL RULE 5-1

I, Aelish M. Baig, am the ECF user whose identification and password are being used to file the SECOND STIPULATION AND [PROPOSED] ORDER REGARDING PRIVILEGE PROTOCOL. Pursuant to Local Rule 5-1(h)(3) and in compliance with General Order No. 45X.B., I hereby attest that Elizabeth J. Cabraser, Lloyd B. Miller, James R. Dugan, Scott R. Bickford, and Josh A. Cohen have concurred in this filing.

DATED: March 3, 2023

s/ Aelish M. Baig
AELISH M. BAIG

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: March 6, 2023



THE HONORABLE CHARLES R. BREYER
UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on March 3, 2023, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the email addresses on the attached Electronic Mail Notice List, and I hereby certify that I caused the mailing of the foregoing via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ Aelish M. Baig

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